

LAW DEPARTMENT

FEDERAL EXPRESS

January 5, 1988

3800 Continental Plaza 777 Main Street Ft. Worth, Texas 76102

(817) 878-2361

8-006A113

INTERSTATE COMMERCE COMMISSION Parts JAN 0.6 1988

ACC Vendlington, DC

Ms. Noreta R. McGee, Secretary Interstate Commerce Commission Room 1324 12th and Constitution Ave., N.W. Washington, D.C. 20423

Burlington Northern Guaranteed C&S Equipment Trust of 1971

Dear Ms. McGee:

I am enclosing six counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Satisfaction and Bill of Sale, dated December 16, 1987, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Guaranteed C&S (now Burlington Northern Railroad Company) Equipment Trust of 1971, dated as of August 1, 1971, is conveyed to Burlington Northern Railroad Company.

The primary document to which the Satisfaction and Bill of Sale is connected was recorded with the Interstate Commerce Commission on August 16, 1971, and assigned Recordation No. 6285.

The names and addresses of the parties to the transaction are:

Colorado National Bank of Denver Trustee:

Seventeenth Street at Champa

Denver, Colorado 80202

Burlington Northern Railroad Company Owner:

3800 Continental Plaza

777 Main Street

Fort Worth, Texas 76102

A general description of the equipment covered by the enclosed Satisfaction and Bill of Sale is shown on Schedule A of said document.

Ms. Noreta R. McGee -2-January 5, 1988 A fee of \$10.00 is enclosed for recording the Satisfaction and Bill of Sale. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned. A short summary of the document to appear in the index follows: Satisfaction and Bill of Sale, dated December 16, 1987, to the Burlington Northern Guaranteed C&S (now Burlington Northern Railroad Company) Equipment Trust of 1971 (ICC Recordation No. 6285, August 16, 1971), conveying the equipment described on Schedule A of said document. ry tru/ly/ yours Arthur Associate General Counsel ARZ/rrm/bc,4 Enclosures

Interstate Commerce Commission Washington, D.C. 20423

OFFICE OF THE SECRETARY

Arthur R. Zaegel 3800 Continental Plaza 777 Main Street Ft. Worth, TX 76102

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on , and assigned re-1/6/88 3:25PM cordation number(s). 4213-C, 5809-I, 5339-A 6285-B

Sincerely yours,

Neuta R. M. See Secretary

Enclosure(s)

Executed in 7 Counterparts of which this is No. 2

SATISFACTION AND BILL OF SALE

JA 1 8 1988 - 8 PA PA

WHEREAS, by a certain Equipment Trust Agreement, dated as of NTERSTATE COMMERCE COMMISSION August 1, 1971, executed by the Colorado National Bank of Denver, as Trustee, hereinafter referred to as the "Trustee", and The Colorado and Southern Railway Company and Burlington Northern Inc. (predecessor companies to the now Burlington Northern Railroad Company), hereinafter referred to as the "Railroad", there was established "Burlington Northern Guaranteed C&S Equipment Trust of 1971", hereinafter referred to as the "Agreement"; and

WHEREAS, by the terms of Article Four of said Agreement, the Trustee did lease to the Railroad the railroad equipment described in Schedule A hereto, hereinafter referred to as the "Equipment"; and

WHEREAS, the Agreement was filed on August 16, 1971, as No. 6285 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented one time, and the supplement was filed with the Interstate Commerce Commission on February 7, 1980, and assigned Recordation No. 6285-A; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full and (b) sell, assign, and transfer to the Railroad all its title and property interest in the Equipment described in Schedule A, free of all liens and encumbrances created or retained by the Agreement.

This Bill of Sale is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Colorado National Bank of Denver, the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 16th day of December, 1987.

COLORADO NATIONAL BANK OF DENVER

ATTEST:

STATE OF COLORADO)) ss.
COUNTY OF DENVER)
On this $\frac{164n}{64n}$ day of $\frac{666nbn}{666nbn}$, 1987, before me personally
appeared WILLIAM S. JOHNSON , to me per-
sonally known, who, being by me duly sworn, says that he/she is a ASSISTANT VICE PRESIDENT Of THE COLORADO NATIONAL BANK OF DENVER,
that the seal affixed to the foregoing instrument is the corpo-
rate seal of said corporation, that said instrument was signed
and sealed on behalf of said corporation by authority of its
Board of Directors, and he/she acknowledged that the execution of
the foregoing instrument was the free act and deed of said corpo-
ration.
Assan J. Marleman Notary Public
Colorado National Bank

My Commission Expires Movember 1, 1988

Trust Department

P.O. Box 5168 T.A. Denver, CO 80217

EQUIPMENT

No. of Units	Description	C&S No.	BN No.
38	Insulated Boxcars	2925 2926 2927 2928 2929 2930 2931 2932 2933 2934 2935 2936 2937 2938 2939 2940 2941 2942 2943 2944 2945 2948 2949 2950 2951 2952 2953 2954 2955 2956 2957 2959 2961 2962 2963 2964	733925 733926 733927 733928 733929 733930 733931 733932 733933 733936 733937 733938 733940 733941 733942 733943 733944 733945 733946 733947 733948 733947 733950 733951 733952 733953 733956 733957 733957 733961 733962 733964
189	Covered Hopper Cars	458800-455801, 458803-458829, 458831-458881, 458883-458890, 458892-458903, 458905-458933, 458935-458944, 458946-458954, 458956-458974, 458976-458978, 458980-458999	(BN Nos. identi- cal)

No. of Units	Description	C&S No.	BN No.
50	Bulkhead Flatcars	300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 337 338 339 340 341 342 343 343 344 345 346 347 348 349 340 341 342 343 344 345 346 347 348 349 340 341 342 343 344 345 346 347 348 349 340 341 342 343 344 345 346 347 348 349 340 341 342 343 344 345 346 347 348 349 340 341 342 343 344 345 346 347 348 349 340 341 342 343 344 345 346 347 348 349 340 341 342 343 343 344 345 346 347 348 349 349 349 349 349 349 349 349	617175 617176 617177 617178 617179 617180 617181 617182 617183 617184 617185 617186 617189 617190 617191 617192 617193 617194 617197 617198 617199 617200 617201 617202 617203 617204 617205 617207 617208 617211 617212 617213 617214 617212 617213 617214 617217 617218 617217 617218 617220 617220 617221 617223 617224

No. of Units	Description	C&S No.	BN No.
5	3600 H.P. Diesel- Electric Locomotives	868 869 870 871 872	6570 6571 6572 6573 6574
1	Caboose	10658	